

**GOVERNANCE COMMITTEE MEETING MINUTES
4016 WEST BROAD STREET
RICHMOND, VIRGINIA**

JUNE 22, 2005, 7:10 p.m.

PRESENT: Jimmy Hazel, Chairman, Marshall Davison, Sherry Crumley, Richard Railey, Charles Yates

Mr. Hazel called the meeting to order. He shared his vision for the Governance Committee and the task before it.

He sees the Committee developing by-laws on how the Board works together and interacts with agency staff while continuing to accomplish the agency's mission.

While having several Board policies dealing with the Chairman's responsibilities, other aspects of the Board are not clearly defined and the current policies are outdated. A Board governance manual defining the duties of the Board and duties of the Board that may be delegated to the agency's director does not exist.

State Code established the Board, identifies its overall responsibilities and designated a minimum meeting schedule.

The Board needs to insure that senior managers are performing their responsibilities, that the agency's finances are used appropriately and that the financial health of the agency is met.

Areas that need to be addressed in the governance manual include the chairman's duties and the role of the chairman, written directives for additional board duties including a vice-chairman, procedures on the election and term of the chairman, interaction between the Board and the agency's director, the delegation of certain powers to the director, a clear conflict of interest statement, a defined relationship between the Office of the Secretary of Natural Resources and the Board, and the establishment of an audit committee, a finance committee, an executive committee and perhaps other committees with defined responsibilities.

Mr. Hazel stated that the Governance Committee plans to have a draft governance manual for Board members' review by early September. He felt that the Board may be able to adopt its official governance manual at its October meeting.

Colonel Massengill requested David Whitehurst to work with the Governance Committee as staff assistant.

Mr. Davison would like to have the governance manual address the understanding that the Board sets policy, not the agency or organization. It is the responsibility of the director to implement missions and policies set by the Board. The Board also needs to work as one. The manual also needs to define how and when governance procedures will be reviewed and/or revised.

Ray Davis was asked to work with the audit committee once appointed by the Chairman.

Committee members were reminded that all meetings must be announced to conform with FOIA requirements.

As there was no further business, the meeting was adjourned by the Chairman at 7:35 p.m.

Respectfully submitted,

Belle Harding
Recording Secretary